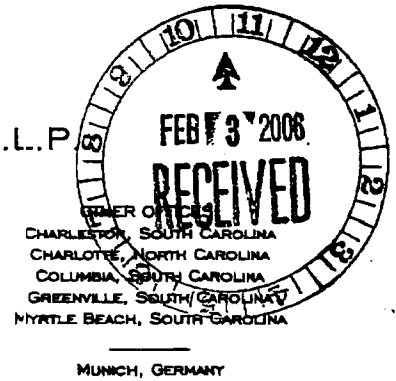


LAW OFFICES
NELSON MULLINS RILEY & SCARBOROUGH, L.L.P.

A REGISTERED LIMITED LIABILITY PARTNERSHIP

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February 2, 2006

RECORDATION NO. 26173 FILED

FEB 03 '06

2-36 PM

Via Federal Express

SURFACE TRANSPORTATION BOARD

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, NW
Washington, DC 20423-00001

Dear Sir:

I have enclosed an original and one copy of the document described below, to be recorded pursuant to Section 11301 of Title 49 of the U.S. Code. This document is a Release of Lien and Security Agreement, a primary document, dated January 10, 2006.

The names and addresses of the parties to the documents are as follows:

Lender: Wachovia Bank, National Association
Attention: Credit Products Management
484 Mulberry Street
P O Box 6477
Macon, GA 31213

Pledgor: Georgia Southwestern Railroad, Inc.
216 Long Drive
Smithville, GA 31787

A description of the equipment covered by the document is listed on the attached Schedule. A fee of \$33 per document is enclosed. Please return the original and extra copies not needed by the Board for recordation to me, Bradley E. Wahl, at the address listed above.

A short summary of the document to appear in the index follows:

1. Release of Lien and Security Agreement between Georgia Southwestern Railroad, Inc., as debtor, and Wachovia Bank, National Association, as secured party, dated January 10, 2006, and covering six locomotives on the attached Schedule.

Schedule of Equipment

Locomotives:

- (i) EMD locomotive model GP8, with 567 diesel engine, with "road number" CPDR 70
- (ii) EMD locomotive model GP7, with 567 diesel engine, with "road number" 2207
- (iii) General Electric model B23-7, with FDL 12 cylinder turbo power engine, with "road number" 2209
- (iv) General Electric model B23-7, with FDL 12 cylinder turbo power engine, with "road number" 2213
- (v) EMD locomotive model FP9, with 567 "C" model diesel engine, with "road number" 6302
- (vi) EMD locomotive model FP9, with 567 "C" model diesel engine, with "road number" 6308

Passenger Railcars:

- (i) 1952 Pullman Standard railcar, No. 2002
- (ii) 1955 Budd railcar, No. 2004
- (iii) 1955 Budd railcar, No. 2005
- (iv) 1954 St. Louis Car Co. railcar, No. 2003

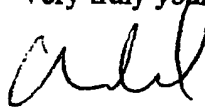
Mr. Vernon A. Williams
February 2, 2006
Page 2

Please advise me of any other documentation or fees required by responding to:

Bradley E. Wahl, Esq.
Nelson, Mullins Riley & Scarborough, LLP
999 Peachtree Street, NE
Atlanta, Georgia 30309

Thank you for your prompt attention to this matter.

Very truly yours,

A handwritten signature in dark ink, appearing to read 'B. Wahl', written over a horizontal line.

Bradley E. Wahl

BEW:
Enclosures

FEB 03 '06

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RELEASE OF LIEN AND SECURITY AGREEMENT

SURFACE TRANSPORTATION BOARD

Re: **GEORGIA SOUTHWESTERN RAILROAD, INC. (Borrower)**

For Ten and No/100ths Dollars (\$10.00) and other good and valuable consideration the receipt and adequacy of which is hereby acknowledged,

1. The undersigned RAILTEX, INC. (Lender) hereby releases, quitclaims, terminates and discharges all of its right, title and interest in and to the following property of Borrower: Six locomotives of Borrower, described as (i) EMD locomotive model GP8, with 567 diesel engine, with road number CPDR 70, (ii) EMD locomotive model GP7, with 567 diesel engine, with road number 2207, (iii) General Electric model B23-7, with FDL 12 cylinder turbo power engine, with road number 2209, (iv) General Electric model B23-7, with FDL 12 cylinder turbo power engine, with road number 2213, (v) EMD locomotive model FP9, with 567 C model diesel engine, with road number 6302, and (vi) EMD locomotive model FP9, with 567 C model diesel engine, with road number 6308, and all other collateral relating thereto and all proceeds thereof (the Released Collateral).

2. The Lender hereby releases and discharges Borrower from all obligations, duties and liabilities to Lender with respect to the Released Collateral under any security agreement or financing agreement between Lender and Borrower.

IN WITNESS WHEREOF, the Lender has executed this Release as of January 10th, 2006.

RAILTEX, INC.

By: Larry W Bush
Title: VP & Treasurer

FLORIDA

State of FLORIDACounty of PAIM BEACH

[SEAL]

On this 10th day of JANUARY, 2006

before me personally appeared LARRY W. BUSH, to me personally known, who being by me duly sworn, says that (s)he is an authorized officer of RAILTEX, INC., that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Kristin Dunlap
Signature of Notary Public

My commission expires 12.27.09

(Notary Seal)

